

EXHIBIT C

Ilana Porter

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The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:
Boston Book Festival, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To organize, promote, conduct and otherwise administer the Boston Book Festival, to further the cause of literature, encourage writing, celebrate authors and the free expression of ideas, and highlight the importance of the literary arts, and all related purposes as are legally permissible under the laws of the Commonwealth of Massachusetts; and, to engage generally in any activity which may be lawfully carried on by a not-for-profit charitable corporation which is organized under the laws of The Commonwealth of Massachusetts and exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

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ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

This corporation shall have no members.

ARTICLE IV

** Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members are as follows:

See attached Continuation Sheets IV-A through IV-C.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

*** If there are no provisions state "None"*

Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

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ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

- a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation *in Massachusetts* is:
2 Canal Park, Cambridge, MA 02141
- b. The name, residential address, and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:			
Clerk:			
Directors: (or officers having the powers of <i>directors</i>)			

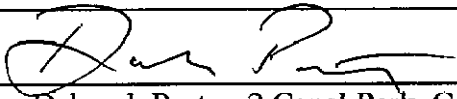
See attached Continuation Sheet VII-A

- c. The fiscal year of the corporation shall end on the last day of the month of: August
- d. The name and business address of the resident agent, if any, of the corporation is:
Deborah Z. Porter
2 Canal Park, Cambridge, MA 02141

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose names(s) and business or residential address(es) *are clearly typed or printed* beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this

26 day of February, 2008,


Deborah Porter, 2 Canal Park, Cambridge, MA 02141

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

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Continuation Sheet IV-B

Boston Book Festival, Inc.
 Articles of Organization
 February 25, 2008

Additional provisions for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, and for limiting, defining and regulating the powers of the corporation and of its directors:

4.1 The corporation shall have, and may exercise in furtherance of its corporate purposes, all the powers specified in Section 6 of Chapter 180 and in Sections 9 and 9A of Chapter 156B of the Massachusetts General Laws (except those provided in paragraph (m) of such Section 9) as now in force or as hereafter amended, provided, however, that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other Chapter of the Massachusetts General Laws or inconsistent with the exemption from federal income tax to which the corporation shall be entitled under Section 501(c)(3) of the Internal Revenue Code.

4.2 The directors may make, amend or repeal the Bylaws of the corporation in whole or in part, except with respect to any provision thereof which by law the Articles of Organization or the Bylaws requires action by the members.

4.3 Meetings of the directors may be held anywhere in the United States.

4.4 No director or officer of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as such director or officer notwithstanding any provision of law imposing such liability, except to the extent that such exemption from liability is not permitted under Chapter 180 of the Massachusetts General Laws.

4.5 (a) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director or officer of the corporation, or any concern in which any such director or officer has any interest, or any individual having any interest in any such concern, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act (collectively called a "transaction") of the corporation, and

(1) such transaction shall not be in any way invalidated or otherwise affected by that fact; and

(2) no such director, officer, concern or individual shall be liable to account to the corporation for any profit or benefit realized through any such transaction; provided, however, that such transaction either was fair at the time it was entered into or is authorized or ratified by a majority of the directors who are not so interested and to whom the nature of such interest has been disclosed and who have made any findings required by law. Except to the extent otherwise provided by law, any interested director of the corporation may be counted in determining the existence of a quorum at any meeting at which such transaction shall be authorized and may vote to authorize such transaction.

(b) For purposes of this Section 4.5, the term "interest" shall include personal interest and also interest as a director, officer, stockholder, shareholder, trustee, or beneficiary of

any concern; and the term "concern" shall mean any corporation, association, trust, partnership, firm, person or other entity other than the corporation.

(c) No transaction shall be avoided by reason of any provision of this Section 4.5 which would be valid but for such provision.

4.6 (a) No part of the assets or net earnings of the corporation shall inure to the benefit of any officer or director of the corporation or any individual (except that the corporation shall have the authority to pay reasonable compensation for personal services actually rendered and to make payments and distributions in furtherance of its corporate purposes); no substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation except to the extent permitted by Section 501(h) of the Code; and the corporation shall not participate in, or intervene in (including the publishing and distributing of statement), any political campaign on behalf of (or in opposition to) any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

4.7 If and so long as the corporation is a private foundation (as that term is defined in Section 509 of the Internal Revenue Code), then notwithstanding any other provisions of the Articles of Organization or the Bylaws of the corporation, the following provisions shall apply:

(a) the income of the corporation for each taxable year shall be distributed at such time and in such manner as not to subject the corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, and

(b) the corporation shall not engage in any act of self dealing (as defined in Section 4941(d) of the Internal Revenue Code), nor retain any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code), nor make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

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Continuation Sheet IV-C

Boston Book Festival, Inc.
Articles of Organization
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4.8 Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefore, all of the assets of the corporation shall be disposed of pursuant to Massachusetts General Laws, Chapter 180, to one or more organizations with similar purposes and exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

4.9 Persons of any race and religion and of either sex shall be entitled to all the rights, privileges, programs and activities generally made available to participants in the corporation, its programs and activities, and the corporation shall not discriminate on the basis of race, religion or sex in administering its policies and programs.

4.10 All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (ii) to the Massachusetts General Laws or any Chapter thereof shall be deemed to refer to such General Laws or Chapter as now in force or hereafter amended; and (iii) to particular Sections of the Internal Revenue Code or such General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

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Continuation Sheet VII-A

Boston Book Festival, Inc.
Articles of Organization
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	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Deborah Z. Porter	5 Willard Street Cambridge, MA 02138	N/A
Treasurer:	Susana B. Lopez	16 West Cedar St. Boston, MA 02108	N/A
Clerk:	Sarah Baker	17 Larchwood Drive Cambridge, MA 02138	N/A
Director:	Deborah Z. Porter	5 Willard Street Cambridge, MA 02138	N/A
			N/A
			N/A

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:
February 26, 2008 1:54 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive, flowing style with a large initial 'W'.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth